

MEMO ENDORSED

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June 14, 2017

Honorable Valorie E.Caprone,

Thurgood Marshall United States Courthouse

40 Foley Square, Room 443,

NY, NY 10007

Re :Ream v Berry Hill Galleries Inc.

1:16-Cv-07462(VEC)

Dear Judge Caproni,

Berry Hill Galleries Inc. (my client in the above captioned matter) is a corporate defendant and pursuant to the disclosure required by Rule 7.1 of the Federal Rules of Civil Procedure ("FRCP") does not have a corporate parent.

Interrogatory Responses have been provided to Plaintiff. Document production pursuant to Plaintiff's Document Demands will be provided on June 16, 2017. The Gallery had a number of floods that made it impossible to produce the records called for in a meaningful way. We have worked with Barry Kitaeff, the Gallery's CPA and are producing documents to the extent we have original records but primarily records from records from secondary sources and otherwise.

Since the foregoing information relates to financial and tax information of a private close corporation and its shareholders we are requesting whatever is

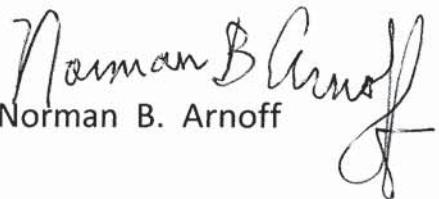
deemed to be relevant and material or will lead to relevant or material evidence be disclosed and/or produced for the purpose of this case and this case only and not disclosed or given to third parties. I have met and worked with the Gallery's accountant, Barry Kitaeff, CPA. and we will be providing the information and documents arguably relevant and material or that which will lead to relevant and material evidence or the Court orders disclosed and produced on condition that Plaintiff does not present to third parties the information or documents and the information and documents be used only for the purpose of this case unless this Court or another court of competent jurisdiction orders otherwise.

We are advised that Plaintiff subpoenaed bank records and received third party production which Plaintiff should list and make available to Defendants for copying and inspection by Defendants and be subject to this Court's protective order. The undersigned has included a proposed protective order below.

Thank you for your Honor's consideration.

Cc: M .Salman Raval

Respectfully,


Norman B. Arnoff

Proposed Protective Order

As stated above this Court orders that any tax or financial information ordered disclosed and produced or ordered to be disclosed and produced by Defendants James Berry Hill, David Hill, Do-Buy LLC., Berry Hill Galleries Inc., and any corporation or

partnership owned or controlled or affiliated with the Defendants be disclosed and /or produced only for the purpose and use in this case unless a court of competent jurisdictions orders otherwise and Defendants be timely and in a reasonable manner be notified of any process demanding or requesting disclosure or production.

IT IS HEREBY ORDERED that any tax or financial information disclosed and produced or ordered to be disclosed and produced by Defendants James Berry Hill, David Hill, Do-Buy LLC, Berry Hill Galleries Inc., and any corporation or partnership owned or controlled or affiliated with the Defendants is to be disclosed and/or produced only for the purpose of and use in this case, unless otherwise ordered by a court of competent jurisdiction. It is further directed that Defendants be notified in a reasonable manner of any process demanding or requesting disclosure or production of such information.

SO ORDERED.



HON. VALERIE CAPRONI
UNITED STATES DISTRICT JUDGE

6/15/2017